

**Statement of the Board in compliance with the Swedish Companies Act
(2005:551) clauses 18:4 (dividend) and 19:22 (repurchase of own shares)**

The Board has proposed that the Annual General Meeting 2012 resolves on a dividend distribution of SEK 5.00 (4.00) per share. The Board has also proposed that the Annual General Meeting resolves to authorize the Board to resolve on a maximum re-purchase of the number of series A shares required in connection with the proposed option/SAR plan for 2012 and the number of shares required in connection with the share-saving/share-matching part of this plan as well as the number of shares corresponding to the synthetic shares for the Board members. After the dividend distribution, the remaining unrestricted reserves of 31,451(36,248) million SEK are proposed to be balanced into a new account. The total amount of the proposed dividend distribution corresponds to approximately 16 (27) % of the unrestricted reserves of the Company, which in total amounts to 37,510 (41,122) million SEK prior to the transaction. In the Group balance sheet per December 31, 2011, the total equity available to the shareholders of the parent company, i.e. with consideration to minority holdings, amounts to 28,776 (29,141) million SEK. After the proposed dividend 6,058 (10,965), an amount of 22,718 (18,176) will remain. In the Group balance sheet per 31 December, 2011, accumulated earnings, including the result of the year 2011, amounts to 22,230 (22,108) million SEK prior to the proposed dividend distribution and to 16,172 (11,326) million SEK after the dividend distribution.

The Board notes that there will be full coverage for the restricted reserves of the Company after the dividend distribution and a repurchase of own shares.

The Board makes the assessment that the Company's and the Group's own capital after the dividend distribution and the repurchase of own shares will be able to sustain the requirements which the nature, size and risks of the business will present.

The Board further considers the actions reasonable in light of the Company and the Group's consolidation requirements, liquidity and position in general.

Neither the dividend distribution or the repurchase of own shares are assumed to present any risk for the Company's or the Group's ability to fulfil its short or long term payment obligations, and neither of these measures are assumed to affect the ability of the Company to make required investments.

Reflecting this, the Board considers the proposed dividend distribution and the proposed repurchase of shares to be compatible with the rules of reason expressed in Swedish Companies Act (2005:551) 17:3.

Nacka January 31, 2012

Atlas Copco AB

(publ)

THE BOARD OF DIRECTORS